

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE CITIGROUP INC.  
SECURITIES LITIGATION

Case No: 07 Civ. 9901 (SHS)

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**DECLARATION OF THEODORE H. FRANK  
IN SUPPORT OF MOTION FOR COSTS**

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Theodore H. Frank  
Center for Class Action Fairness  
1718 M Street NW, No. 236  
Washington, DC 20036

Phone: (703) 203-3848  
Email: tedfrank@gmail.com

*In pro per*

**DECLARATION OF THEODORE H. FRANK  
IN SUPPORT OF MOTION FOR COSTS**

I, Theodore H. Frank, declare as follows:

1. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. The Court held that class counsel was entitled to a \$200/hour billing rate for their contract attorneys and to a 2.8 multiplier. Thus, class counsel received an effective hourly rate of \$560/hour for their contract attorneys.

3. A true and correct copy of Mr. Toothman's invoice is attached as Exhibit 1. Mr. Toothman generously agreed to waive half of his flat fee. As a result, he worked at an effectively hourly rate less than class counsel's contract attorneys.

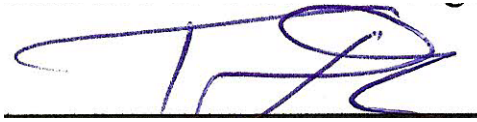
4. A true and correct copy of Mr. Ruane's invoice (with his Tax ID number redacted) is attached as Exhibit 2. Mr. Ruane generously agreed to cap his fee, even though his workload expanded beyond that agreed to because of the production of last-minute discovery. His actual billing rate was less than what class counsel sought to charge for some of their contract attorneys, and his effective billing rate is lower still.

5. I consulted with Professor Michael Krauss about the possibility of his being an expert witness. Unfortunately, the Court gave me less than two weeks to review document discovery, and, with limited bandwidth, I had to make a decision that we did not have time to prepare a third expert report with so many billing records to review and so much briefing to prepare. A true and correct copy of Professor Krauss's invoice (with his Tax ID number redacted) is attached as Exhibit 3; his billing rate was less than the lodestar billing rate for class counsel's contract attorneys.

6. I believe that these costs were reasonably incurred; at under \$20,000, they reflect less than 0.08% of the \$26.7 million benefit realized by the class from my objection.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 15, 2013, in Fairfax, Virginia.

A handwritten signature in blue ink, appearing to read 'TH Frank', is written over a solid black horizontal line.

Theodore H. Frank